## FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D.

SECTION 4(6), AND/OR 209 UNIFORM LIMITED OFFERING EXEMPTION Prefix Serial

DATE RECEIVED

| Name of Offering  Lehman Crossroad           | (☐ check if this is an a                |                         | <b>-</b>  | •                      |                  | 331090                  |
|--|---|-------------------------|---|------------------------|------------------|-------------------------|
| Filing Under (Check                          | k box(es) that apply):                  | ☐ Rule 504              | Rule 505  | X Rule 506             | Section 4(6)     | ☐ ULOE                  |
| Type of Filing:                              | New Filing                              | ☐ Amendment             |   |                        |                  | PROCESSED               |
|  |   | A                       | BASIC IDENTI  | FICATION DATA          |                  |                         |
| 1. Enter the inform                          | ation requested about the               | issuer                  |   |                        |                  | 111N 2 4 2005           |
| Name of Issuer                               | `                                       | amendment and name      | •   | ndicate change.)       | 3                | THOMSON<br>FINANCIAL    |
|  | ds Private Equity Asset                 |                         |   | <del></del> .          | <del></del>      | 0 65 05 05 05 05 05     |
| Address of Executiv                          | e Offices                               | (Num                    | ber and Street, City                                  | , State, Zip Code)     | Telephone Numbe  | r (Including Area Code) |
| 325 North St. Paul                           | Street, Suite 4900, Dall                | as Texas 75201          |   |                        | (214) 647-4900   |                         |
| Address of Principa<br>(if different from Ex | l Business Operations (ecutive Offices) | (Num                    | ber and Street, City                                  | , State, Zip Code)     | Telephone Number | r (Including Area Code) |
| Brief Description of                         | Business Inves                          | tment Partnership       | <del></del>   | <del></del>            | <u> </u>         |                         |
| Type of Business O                           | rganization                             |                         |   |                        |                  |                         |
| corporation                                  | n                                       | imited partne           | ship, already forme                                   | ed                     | other (please    | : specify):             |
| ☐ business tru                               | ıst                                     | limited partners        | hip, to be formed                                     |                        |                  |                         |
|  | Date of Incorporation or                | : (Enter two-letter U.S | Month  0 4  6. Postal Service Above for other foreign | obreviation for State: | ⊠ Actual □       | Estimated D E           |

## **GENERAL INSTRUCTIONS**

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SE Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that hav adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state req the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate state accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

# **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicted on the filing of a federal notice.

SEC 1972(5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

|  |                         | A BASIC IDEN                          | TIFICATION DATA                       |                         |                                   |
|--|-------------------------|---------------------------------------|---------------------------------------|-------------------------|-----------------------------------|
| 2. Enter the informat                                    | ion requested for the   |                                       | TH TEATTON DATA                       |                         |                                   |
| Each promoter of   | the issuer, if the issu | er has been organized within the      | e past five years;                    |                         |                                   |
| Each beneficial or                                       | wner having the pow     | er to vote or dispose, or direct th   | e vote or disposition of, 10% or      | more of a class of ed   | juity securities of the issuer;   |
| Each executive o   | fficer and director of  | corporate issuers and of corpora      | te general and managing partner       | rs of partnership issue | ers; and                          |
| • Each general and                                       | managing partner of     | partnership issuers.                  |                                       |                         |                                   |
| Check Box(es) that Apply:                                |                         | ☐ Beneficial Owner                    | ☐ Executive Officer                   | Director                | General and/or Managing Partner   |
| Full Name (Last name first, if                           | individual)             |                                       |                                       |                         |                                   |
| Lehman Brothers Inc.                                     |                         |                                       |                                       |                         |                                   |
| Business or Residence Addre                              | ss (Number and Stre     | eet, City, State, Zip Code)           |                                       |                         |                                   |
| 745 Seventh Avenue, New Y                                | York, NY 10019          |                                       |                                       |                         |                                   |
| Check Box(es) that Apply:                                | ☐ Promoter              | ☐ Beneficial Owner                    | Executive Officer                     | ☐ Director              | General and/or Managing Partner   |
| Full Name (Last name first, it                           | individual)             |                                       |                                       |                         | Winnegeng 1 an old                |
| Lehman Crossroads Investr<br>Business or Residence Addre |                         | eet, City, State, Zin Code)           |                                       |                         |                                   |
|  |                         |                                       |                                       |                         |                                   |
| 325 North St. Paul Street, S                             |                         |                                       | Executive Officer                     | Director                | ☑ General and/or                  |
| Check Box(es) that Apply:                                | ☐ Promoter              | ☐ Beneficial Owner                    | Executive Officer                     | Li Director             | Managing Partner                  |
| Full Name (Last name first, if                           | individual)             |                                       |                                       | -                       | <u> </u>                          |
| Lehman Crossroads Investi                                | nent Company GP, 1      | LLC (General Partner of the C         | General Partner)                      |                         |                                   |
| Business or Residence Addre                              | ss (Number and Stre     | eet, City, State, Zip Code)           |                                       |                         |                                   |
| 325 North St. Paul Street, S                             | uite 4900, Dallas, Te   | exas 75201                            |                                       |                         | •                                 |
| Check Box(es) that Apply:                                | ☐ Promoter              | ☐ Beneficial Owner                    | Executive Officer                     | Director                | General and/or Managing Partner   |
| Full Name (Last name first, in                           | individual)             |                                       |                                       |                         |                                   |
| Buser, John P.   |                         | **                                    |                                       |                         |                                   |
| Business or Residence Addre                              | ss (Number and Stre     | eet, City, State, Zip Code)           |                                       |                         |                                   |
| 325 North St. Paul Street, S                             | uite 4900, Dallas, Te   | exas 75201                            | · · · · · · · · · · · · · · · · · · · |                         | ·                                 |
| Check Box(es) that Apply:                                | ☐ Promoter              | ☐ Beneficial Owner                    | Executive Officer                     | Director                | ☐ General and/or Managing Partner |
| Full Name (Last name first, i                            | f individual)           |                                       |                                       |                         |                                   |
| Malick, Joseph A.  |                         |                                       |                                       | -,,,                    |                                   |
| Business or Residence Addre                              | ss (Number and Stre     | eet, City, State, Zip Code)           |                                       |                         |                                   |
| 325 North St. Paul Street, S                             | uite 4900, Dallas, Te   | exas 75201                            |                                       |                         |                                   |
| Check Box(es) that Apply:                                | Promoter                | ☐ Beneficial Owner                    | Executive Officer                     | Director                | ☐ General and/or Managing Partner |
| Full Name (Last name first, it                           | `individual)            |                                       |                                       |                         |                                   |
| Smith, Brien P.  |                         | · · · · · · · · · · · · · · · · · · · | · · ·                                 |                         |                                   |
| Business or Residence Addre                              | ss (Number and Stre     | eet, City, State, Zip Code)           |                                       |                         |                                   |
| 325 North St. Paul Street, S                             | uite 4900, Dallas, Te   | exas 75201                            |                                       | 4                       |                                   |
| Check Box(es) that Apply:                                | Promoter                | ☐ Beneficial Owner                    | Executive Officer                     | Director                | ☐ General and/or Managing Partner |
| Full Name (Last name first, it                           | individual)             |                                       |                                       |                         |                                   |
| Odrich, Michael J.                                       |                         |                                       |                                       |                         |                                   |
| Business or Residence Addre                              | ss (Number and Stre     | eet, City, State, Zip Code)           |                                       |                         |                                   |
| c/o Lehman Brothers Inc., 3                              | 399 Park Avenue. Ne     | ew York, NY 10022                     |                                       |                         |                                   |

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| <del></del>                           |                         | <u></u>                         |  |                        |                                 |
|---------------------------------------|-------------------------|---------------------------------|--|------------------------|---------------------------------|
|                                       |                         |                                 | TIFICATION DATA  |                        |                                 |
|                                       | on requested for the fo |                                 |  |                        |                                 |
|                                       |                         | r has been organized within the |  |                        |                                 |
|                                       |                         |                                 | e vote or disposition of, 10% or   |                        |                                 |
| <ul> <li>Each executive of</li> </ul> | ficer and director of c | orporate issuers and of corpora | te general and managing partner  | rs of partnership issu | ers; and                        |
| <ul> <li>Each general and</li> </ul>  | managing partner of p   | partnership issuers.            |  |                        |                                 |
| Check Box(es) that Apply:             | Promoter                | Beneficial Owner                | Executive Officer  | Director               | General and/or Managing Partner |
| Full Name (Last name first, if        | individual)             |                                 |  |                        |                                 |
| Horowitz, Ruth                        |                         |                                 |  |                        |                                 |
| Business or Residence Addres          | s (Number and Stree     | et, City, State, Zip Code)      |  |                        |                                 |
| c/o Lehman Brothers Inc., 3           | 99 Park Avenue, Nev     | v York, NY 10022                |  |                        |                                 |
| Check Box(es) that Apply:             | Promoter                | ☐ Beneficial Owner              | Executive Officer  | Director               | General and/or Managing Partner |
| Full Name (Last name first, if        | individual)             |                                 |  |                        |                                 |
| Berkenfeld, Steve L.                  |                         |                                 |  |                        |                                 |
| Business or Residence Addres          | s (Number and Stree     | et, City, State, Zip Code)      |  |                        | <del>-</del>                    |
| c/o Lehman Brothers Inc., 3           | 99 Park Avenue, Nev     | v York, NY 10022                |  |                        |                                 |
| Check Box(es) that Apply:             | Promoter                | ☐ Beneficial Owner              | Executive Officer  | Director               | General and/or Managing Partner |
| Full Name (Last name first, if        | individual)             |                                 |  |                        |                                 |
| Tutrone, Anthony D.                   |                         |                                 |  |                        |                                 |
| Business or Residence Addres          | s (Number and Stree     | et, City, State, Zip Code)      |  |                        |                                 |
| c/o Lehman Brothers Inc., 3           | 99 Park Avenue, Nev     | v Vork. NY 10022                |  |                        |                                 |
| Check Box(es) that Apply:             | Promoter                | Beneficial Owner                | <b>⊠</b> Executive Officer   | Director               | General and/or Managing Partner |
| Full Name (Last name first, if        | individual)             |                                 |  |                        |                                 |
| Stonberg, David                       |                         |                                 |  |                        |                                 |
| Business or Residence Addres          | s (Number and Stree     | et, City, State, Zip Code)      |  |                        |                                 |
| c/o Lehman Brothers Inc., 3           | 99 Park Avenue Ne       | w Vork NV 10022                 |  |                        |                                 |
| Check Box(es) that Apply:             | ☐ Promoter              | Beneficial Owner                | ☐ Executive Officer  | Director               | General and/or Managing Partner |
| Full Name (Last name first, if        | individual)             | _                               |  |                        |                                 |
| Business or Residence Address         | s (Number and Stree     | et, City, State, Zip Code)      | The second of th |                        |                                 |
| Check Box(es) that Apply:             | Promoter                | ☐ Beneficial Owner              | ☐ Executive Officer  | Director               | General and/or                  |
| Full Name (Last name first, if        | individual)             |                                 |  |                        | Managing Partner                |
| Business or Residence Addres          | s (Number and Stree     | et, City, State, Zip Code)      |  |                        |                                 |
| Check Box(es) that Apply:             | Promoter                | Beneficial Owner                | Executive Officer  | Director               | General and/or Managing Partner |

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|        |   |                             |                             |              | В.                       | INFORM                    | IATION A                       | ABOUT C                       | <u> FFERIN</u> | G ·                        |   |              |              | Yes N                                   | Jo.    |
|--------|---|-----------------------------|-----------------------------|--------------|--------------------------|---------------------------|--------------------------------|-------------------------------|----------------|----------------------------|---|--------------|--------------|---|--------|
|        |   |                             |                             |              |                          |                           |                                |                               |                |                            |   |              |              | -                                       | ~<br>~ |
| 1. I   | las the issue                             | sold, or do                 | es the issue                | er intend to | sell, to non             | -accredited               | investors i                    | n this offer                  | ing?           |                            |   | •••••        |              |   | X      |
|        |   |                             | nswer also                  |              |                          |                           |                                |                               |                |                            |   |              |              | * |        |
|        | What is the man                           |                             |                             |              | ccepted fro              | m any indiv               | vidual?                        |                               |                | ••••••                     | • · · • • • • • • • • • • • • • • • • • | •••••••      |              |   | √0.00° |
|        | •   |                             | •                           |              |                          |                           |                                |                               |                |                            |   |              |              | $\boxtimes$                             |        |
|        | Does the offer<br>Enter the inf           |                             |                             |              |                          |                           |                                |                               |                |                            |   |              |              | ے د                                     | _      |
| r<br>a | emuneration agent of a broom be listed ar | for solicita<br>ker or deal | tion of pur<br>er registere | chasers in o | connection<br>SEC and/or | with sales of with a stat | of securities<br>te or states, | s in the offe<br>list the nar | ering. If a p  | person to b<br>oker or dea | e listed is a<br>iler. If mor           | n associate  | d person or  |   |        |
| Full N | ame (Last na                              | me first, if                | individual)                 |              |                          |                           |                                |                               |                |                            |   |              |              |   |        |
|        | an Brothers                               |                             |                             |              |                          |                           |                                |                               |                | _                          |   |              |              |   |        |
| Busin  | ess or Reside                             | nce Addres                  | s (Number                   | and Street,  | City State,              | Zip Code)                 | •                              |                               |                |                            |   |              |              |   |        |
| 745 Si | eventh Aven                               | ue. New Yo                  | ork. NY 10                  | 019          |                          |                           |                                |                               |                |                            |   |              |              |   |        |
|        | of Associate                              |                             |                             |              |                          |                           |                                |                               |                |                            |   |              |              |   |        |
|        |   |                             |                             |              |                          |                           |                                |                               |                |                            |   |              |              |   |        |
| States | in Which Pe                               | rson Listed                 | Has Solicit                 | ted or Inten | ds to Solici             | t Purchaser               | s                              |                               |                | ····                       |   |              |              |   |        |
|        | (Check "A                                 | ll States" or               | r check indi                | ividual Stat | es)                      |                           |                                |                               |                |                            | •••••                                   |              | ☑            | All Stat                                | es     |
|        | [AL]                                      | [AK]                        | [AZ]                        | [AR]         | [CA]                     | [CO]                      | [CT]                           | [DE]                          | [DC]           | [FL]                       | [GA]                                    | [HI]         | [ID]         |   |        |
|        | [IL]<br>[MT]                              | [IN]<br>[NE]                | [IA]<br>[NV]                | [KS]<br>[NH] | [KY]<br>[NJ]             | [LA]<br>[NM]              | [ME]<br>[NY]                   | [MD]<br>[NC]                  | [MA]<br>[ND]   | [MI]<br>[OH]               | [MN]<br>[OK]                            | [MS]<br>[OR] | [MO]<br>[PA] |   |        |
|        | [RI]                                      | [SC]                        | [SD]                        | [TN]         | [TX]                     | [UT]                      | [VT]                           | [VA]                          | [WA]           | [WV]                       | [WI]                                    | [WY]         | [PR]         |   |        |
| Full N | ame (Last na                              | me first, if                | individual)                 |              |                          |                           |                                |                               |                |                            |   |              |              |   |        |
| Rusin  | ess or Reside                             | nce Addres                  | s (Number                   | and Street   | City State               | Zin Code)                 |                                | ·                             |                |                            |   |              |              |   |        |
| Dusiin | os of reside                              | nee Addres                  | 3 (Hullioci                 | and Street,  | City State,              | Zip Code)                 |                                |                               |                |                            |   |              |              |   |        |
| Name   | of Associate                              | d Broker or                 | Dealer                      | _            |                          |                           |                                |                               |                |                            |   | -            |              |   |        |
| States | in Which Pe                               | rson Listed                 | Has Solicit                 | ted or Inten | ds to Solici             | t Purchaser               | 'S                             |                               |                |                            |   |              |              |   |        |
|        | (Check "A                                 | ll States" o                | r check ind                 | ividual Stat | es)                      |                           |                                |                               |                |                            |   |              |              | All State                               | s      |
|        | [AL]                                      | [AK]                        | [AZ]                        | [AR]         | [CA]                     | [CO]                      | [CT]                           | [DE]                          | [DC]           | [FL]                       | [GA]                                    | [HI]         | [ID]         |   |        |
|        | [IL]<br>[MT]                              | [IN]<br>[NE]                | [IA]<br>[NV]                | [KS]<br>[NH] | [KY]<br>[NJ]             | [LA]<br>[NM]              | [ME]<br>[NY]                   | [MD]<br>[NC]                  | [MA]<br>[ND]   | [MI]<br>[OH]               | [MN]<br>[OK]                            | [MS]<br>[OR] | [MO]<br>[PA] |   |        |
|        | [RI]                                      | [SC]                        | [SD]                        | [TN]         | [TX]                     | [UT]                      | [VT]                           | [VA]                          | [WA]           | [WV]                       | [WI]                                    | [WY]         | [PR]         |   |        |
| Full N | ame (Last na                              | me first, if                | individual)                 |              |                          |                           |                                |                               |                |                            |   |              |              |   |        |
| Busin  | ess or Reside                             | nce Addres                  | s (Number                   | and Street,  | City State,              | Zip Code)                 | ,                              |                               |                |                            |   |              |              |   |        |
|        |   | _                           |                             |              |                          |                           |                                |                               |                |                            |   | _            |              |   |        |
| Name   | of Associate                              | d Broker or                 | Dealer                      |              |                          |                           |                                |                               |                |                            |   |              |              |   |        |
| States | in Which Pe                               | rson Listed                 | Has Solicit                 | ted or Inten | ds to Solici             | t Purchaser               | rs                             |                               | *.             |                            |   | <u> </u>     |              |   |        |
|        | (Check "A                                 | Il States" o                | r check ind                 | ividual Stat | es)                      |                           |                                |                               |                |                            |   |              |              | All State                               | s      |
|        | [AL]                                      | [AK]                        | [AZ]                        | [AR]         | [CA]                     | [CO]                      | [CT]                           | [DE]                          | [DC]           | [FL]                       | [GA]                                    | [HI]         | [ID]         |   |        |
|        | [IL]<br>[MT]                              | [IN]<br>[NE]                | [IA]<br>[NV]                | [KS]<br>[NH] | [KY]<br>[NJ]             | [LA]<br>[NM]              | [ME]<br>[NY]                   | [MD]<br>[NC]                  | [MA]<br>[ND]   | [MI]<br>[OH]               | [MN]<br>[OK]                            | [MS]<br>[OR] | [MO]<br>[PA] |   |        |
|        | [RI]                                      | [SC]                        | [SD]                        | TNI          | ITXI                     | [LIT]                     | (VT)                           | [VA]                          | [WA]           | [WV]                       | (WI)                                    | [WY]         | [PR]         |   |        |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Offering Price Sold Type of Security -0--0--0-☐ Common ☐ Preferred Convertible Securities (including warrants) ......\$\_\_\_ Partnership Interests \$205,912,143 \$205,912,143 Other (Specify: \$ -0--0-Total \$205,912,143 \$205,912,143 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases Accredited Investors 416 \$205,912,143 Non-accredited Investors 0 0 Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 .....\_ N/A Regulation A. N/A N/A N/A N/A Total ..... N/A N/A Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees  $\mathbf{X}$ Printing and Engraving Costs \$ 60,489 Legal Fees Accounting Fees \$ 272,199 Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)  $\boxtimes$ \$ 332,688

|                 | and total expenses furnished in response to Part   | te offering price given in response to Part C - Question 1<br>C - Question 4.a. This difference is the "adjusted gross  |             | \$ <u>205</u>                                   | 5,579,455                             |
|-----------------|--|---|-------------|---|---------------------------------------|
| 5.              | of the purposes shown. If the amount for any pur   | proceeds to the issuer used or proposed to be used for each pose is not known, furnish an estimate and check the box nents listed must equal the adjusted gross proceeds to the .b above. |             |   |                                       |
|                 |  |   |             | Payments to Officers, Directors, and Affiliates | Payments<br>to Others                 |
|                 | Salaries and fees  |   | $\boxtimes$ | \$ <u>4,530,067</u>                             | □ <b>\$</b>                           |
|                 | Purchase of real estate  |   |             | \$  | □ <b>\$</b>                           |
|                 | Purchase, rental or leasing and installation of mac  | hinery and equipment  |             | \$  | □ <b>s</b>                            |
|                 | Construction or leasing of plant buildings and fac-  | ilities   |             | \$  | □s                                    |
|                 | Acquisition of other businesses (including the values may be used in exchange for the assets or securities | ue of securities involved in this offering that es of another issuer pursuant to a merger)  |             | \$  | □ \$                                  |
|                 | Repayment of indebtedness  |   |             | \$  | □ <b>\$</b>                           |
|                 | Working capital  |   |             | \$  | □ <b>s</b>                            |
|                 | Other (specify): Investments   |   |             | \$  | <b></b> \$201,049,388_                |
|                 | Column Totals  |   | X           | \$4,530,067                                     | ×\$201,049,388                        |
|                 | Total Payments Listed (column totals added)  |   |             | × \$20  | 5,579,455                             |
| 1)              | The General Partner of the Issuer will   | be entitled to receive an annual management   | fee.        |   |                                       |
| !) '<br>e u<br> | The adjusted gross proceeds to the Issu sed to make investments.   | D. FEDERAL SIGNATURE  | ner's       | annual asset n                                  | nanagement fee will                   |
| ո սո            |  | e undersigned duly authorized person. If this notice is filed ities and Exchange Commission, upon written request of its of Rule 502.   |             |   |                                       |
| ssue            | (Print or Type)  | Signature   |             | Date  | · · · · · · · · · · · · · · · · · · · |
|                 | nan Crossroads Private Equity Asset Allocation – Series XVII, L.P.   | Joseph a. Malich  |             | June 17, 2005                                   |                                       |
| Vame            | of Signer (Print or Type)  | Title of Signer (Frint or Type)   |             |   |                                       |
| osep            | oh A. Malick   | Managing Director of Lehman Crossroads Investment<br>Crossroads Investment Company, LP, the Issuer's gene   |             |   | general partner of Leh                |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

|      |   | E. STATE SIGNATURE  |             |           |
|------|---|---|-------------|-----------|
| 1.   | Is any party described in 17 CFR 230.252(c), (d),                                     | (e) or (f) presently subject to any of the disqualification provisions of such rule?  | Yes         | No        |
|      | •   | See Appendix, Column 5, for state response.   |             |           |
| 2.   | The undersigned issuer hereby undertakes to furn such times as required by state law. | ish to any state administrator of any state in which this notice is filed, a notice on Form D (1  | 7 CFR 23    | 9.500) at |
| 3.   | The undersigned issuer hereby undertakes to furni                                     | sh to the state administrators, upon written request, information furnished by the issuer to of   | ferees.     |           |
| 4.   | ,   | is familiar with the conditions that must be satisfied to be entitled to the Uniform limited and understands that the issuer claiming the availability of this exemption has the burden | _           |           |
| The  |   | tents to be true and has duly caused this notice to be signed on its behalf by the undersigned  | duly author | ized      |
| Issu | er (Print or Type)  | Signature/ Date   |             |           |
|      | man Crossroads Private Equity Asset Allocation<br>d – Series XVII, L.P.               | Jonesh a. Malicle June 17, 2005   |             |           |
| Naı  | ne (Print or Type)  | Title (Print or Type)   |             |           |
| Jos  | eph A. Malick   | Managing Director of Lehman Crossroads Investment Company GP, LLC, the gener Crossroads Investment Company, LP, the Issuer's general partner  | al partner  | of Lehmar |

#### Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

|       |         |   |  | API                                  | PENDIX          |  |  |          |    |  |  |  |
|-------|---------|---|--|--------------------------------------|-----------------|--|--|----------|----|--|--|--|
| 1     | to non- | d to sell<br>accredited<br>rs in State<br>3-Item 1) | Type of security o sell and aggregate oredited offering price Type of investor and on State offered in state amount purchased in State |                                      |                 |  | Type of investor and amount purchased in State (Part C-Item 2) |          |    |  |  |  |
| State | Yes     | No  |  | Number of<br>Accredited<br>Investors | Amount          | Number of<br>Non-Accredited<br>Investors | Amount   | Yes      | No |  |  |  |
| AL    |         | х   | Partnership Interests<br>\$205,912,143   | 1                                    | \$250,000.00    | 0  | 0  |          | х  |  |  |  |
| AK    |         |   |  |                                      |                 |  |  | <u> </u> |    |  |  |  |
| AZ    |         | x   | Partnership Interests<br>\$205,912,143   | 2                                    | \$2,250,000.00  | 0  | 0  |          | х  |  |  |  |
| AR    |         |   |  |                                      |                 |  |  |          |    |  |  |  |
| CA    |         | х   | Partnership Interests<br>\$205,912,143   | 39                                   | \$19,300,000.00 | 0  | 0  |          | х  |  |  |  |
| со    |         | х   | Partnership Interests<br>\$205,912,143   | 9                                    | \$4,200,000.00  | 0  | 0  |          | х  |  |  |  |
| СТ    |         | x   | Partnership Interests<br>\$205,912,143   | 13                                   | \$5,990,000.00  | 0  | 0  |          | х  |  |  |  |
| DE    |         | х   | Partnership Interests<br>\$205,912,143   | 7                                    | \$3,500,000.00  | 0  | 0  |          | Х  |  |  |  |
| DC    |         | х   | Partnership Interests<br>\$205,912,143   | 2                                    | \$500,000.00    | 0  | 0  |          | х  |  |  |  |
| FL    |         | x   | Partnership Interests<br>\$205,912,143   | 28                                   | \$11,225,000.00 | 0  | 0  |          | x  |  |  |  |
| GA    |         | x   | Partnership Interests<br>\$205,912,143   | 10                                   | \$3,250,000.00  | 0  | 0  |          | x  |  |  |  |
| НІ    |         |   |  |                                      |                 |  |  |          |    |  |  |  |
| ID    |         |   |  |                                      |                 |  |  |          |    |  |  |  |
| IL    |         | х   | Partnership Interests<br>\$205,912,143   | 38                                   | \$17,350,000.00 | 0  | 0  |          | х  |  |  |  |
| IN    |         |   |  |                                      |                 |  |  |          |    |  |  |  |
| IA    |         | x   | Partnership Interests<br>\$205,912,143   | 1                                    | \$250,000.00    | 0  | 0  |          | x  |  |  |  |
| KS    |         | х   | Partnership Interests<br>\$205,912,143   | 3                                    | \$750,000.00    | 0  | 0  |          | х  |  |  |  |
| KY    |         |   |  |                                      |                 |  |  |          |    |  |  |  |
| LA    |         | х   | Partnership Interests<br>\$205,912,143   | 2                                    | \$550,000.00    | 0  | 0  |          | x  |  |  |  |
| ME    |         | x   | Partnership Interests<br>\$205,912,143   | 1                                    | \$250,000.00    | 0  | 0  |          | x  |  |  |  |

|       |                    |  |  | API                                  | PENDIX          |  |          |                                       |   |
|-------|--------------------|--|--|--------------------------------------|-----------------|--|----------|---------------------------------------|---|
| 1     | to non-<br>investo | d to sell . accredited rs in State 3-Item 1) | Type of security and aggregate offering price Offered in state (Part C-Item 1)  Type of investor and amount purchased in State (Part C-Item 2) |                                      |                 |  |          | under S<br>(if ye<br>explai<br>waiver | slification<br>tate ULOE<br>s, attach<br>nation of<br>granted)<br>E-Item 1) |
| State | Yes                | No   |  | Number of<br>Accredited<br>Investors | Amount          | Number of<br>Non-Accredited<br>Investors | Amount   | Yes                                   | No  |
| MD    |                    | x  | Partnership Interests<br>\$205,912,143   | 5                                    | \$5,150,000.00  | 0  | 0        |                                       | х   |
| MA    |                    | x  | Partnership Interests<br>\$205,912,143   | 17                                   | \$8,573,000.00  | 0  | 0        |                                       | Х   |
| MI    |                    | x  | Partnership Interests<br>\$205,912,143   | 7                                    | \$5,550,000.00  | 0  | 0        |                                       | Х   |
| MN    |                    | х  | Partnership Interests<br>\$205,912,143   | 3                                    | \$1,000,000.00  | 0  | 0        |                                       | Х   |
| MS    |                    | x  | Partnership Interests<br>\$205,912,143   | 1                                    | \$1,500,000.00  | 0  | 0        |                                       | Х   |
| мо    |                    | x  | Partnership Interests<br>\$205,912,143   | 3                                    | \$1,000,000.00  | 0  | 0        |                                       | х   |
| MT    |                    |  |  |                                      |                 |  | <u> </u> |                                       |   |
| NE    |                    |  |  |                                      |                 |  |          |                                       |   |
| NV    |                    | x  | Partnership Interests<br>\$205,912,143   | 6                                    | \$3,500,000.00  | 0  | 0        |                                       | Х   |
| NH    |                    | х  | Partnership Interests<br>\$205,912,143   | 3                                    | \$1,500,000.00  | 0  | 0        |                                       | х   |
| NJ    |                    | x  | Partnership Interests<br>\$205,912,143   | 19                                   | \$11,029,143.00 | 0  | 0        |                                       | Х   |
| NM    |                    |  |  |                                      |                 |  |          |                                       |   |
| NY    |                    | x  | Partnership Interests<br>\$205,912,143   | 43                                   | \$22,950,000.00 | 0  | 0        |                                       | х   |
| NC    |                    | x  | Partnership Interests<br>\$205,912,143   | 1                                    | \$250,000.00    | 0  | 0        |                                       | х   |
| ND    |                    |  |  |                                      |                 |  |          |                                       |   |
| ОН    |                    | х  | Partnership Interests<br>\$205,912,143   | 9                                    | \$3,550,000.00  | 0  | 0        |                                       | х   |
| ок    |                    | x  | Partnership Interests<br>\$205,912,143   | 1                                    | \$250,000.00    | 0  | 0        |                                       | Х   |
| OR    |                    |  |  |                                      |                 |  |          |                                       |   |
| PA    |                    | x  | Partnership Interests<br>\$205,912,143   | 17                                   | \$7,595,000.00  | 0  | 0        |                                       | х   |
| RI    |                    |  |  |                                      |                 |  |          |                                       |   |
| SC    |                    | х  | Partnership Interests<br>\$205,912,143   | 1                                    | \$2,000,000.00  | 0  | 0        |                                       | х   |
| SD    |                    |  |  |                                      |                 |  |          |                                       |   |

|       |          |   |  | AP                                   | PENDIX   |                                    |        |     |    |  |
|-------|----------|---|--|--------------------------------------|--|------------------------------------|--------|-----|----|--|
| 1     | 1        | 2   | 3  |                                      | 4  |                                    |        |     | 5  |  |
|       | to non-a | d to sell<br>accredited<br>rs in State<br>3-Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) |                                      | Type of investor and<br>amount purchased in State<br>(Part C-Item 2) |                                    |        |     |    |  |
| State | Yes      | No  |  | Number of<br>Accredited<br>Investors | Amount   | Number of Non-Accredited Investors | Amount | Yes | No |  |
| TN    | 113      | X   | Partnership Interests<br>\$205,912,143   | 8                                    | \$3,550,000.00   | 0                                  | 0      | Tes | X  |  |
| TX    |          | х   | Partnership Interests<br>\$205,912,143   | 65                                   | \$28,975,000.00  | 0                                  | 0      |     | Х  |  |
| UT    |          | х   | Partnership Interests<br>\$205,912,143   | 1                                    | \$500,000.00   | 0                                  | 0      |     | х  |  |
| VT    |          | х   | Partnership Interests<br>\$205,912,143   | 1                                    | \$250,000.00   | 0                                  | 0      |     | х  |  |
| VA    |          | x   | Partnership Interests<br>\$205,912,143   | 7                                    | \$7,750,000.00   | 0                                  | 0      |     | х  |  |
| WA    |          | X   | Partnership Interests<br>\$205,912,143   | 12                                   | \$5,800,000.00   | 0                                  | 0      |     | х  |  |
| wv    |          |   |  |                                      |  |                                    |        |     |    |  |
| WI    |          | x   | Partnership Interests<br>\$205,912,143   | 7                                    | \$2,500,000.00   | 0                                  | 0      |     | X  |  |
| WY    |          |   |  |                                      |  |                                    |        |     |    |  |
| PR    |          |   |  |                                      |  |                                    |        |     |    |  |